

APR 19 '12 -2 47 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

April 17, 2012

Chief, Section of Administration
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Amendment to Memorandum of Lease

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of an Amendment to Memorandum of Lease, dated April 17, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 29775. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Nova Chemicals Inc.
1550 Coraopolis Heights Road
Moon Township, PA 15108

A description of the railroad equipment covered by the enclosed document is for two hundred twenty-seven (227) hopper cars (including two destroyed cars) all having NCIX marks (see Exhibit A for specific car numbers).

A short summary of the document to appear in the index follows: Amendment to Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Documentation Specialist

Enclosures
(NOVA009D)

APR 19 12 -2 47 PM

**AMENDMENT TO MEMORANDUM OF LEASE
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT dated this 17th day of April, 2012, between First Union Rail Corporation (the "Lessor") and Nova Chemicals Inc., a Delaware corporation (the "Lessee").

WHEREAS, the Lessee has leased from Lessor certain rail equipment under Lease Schedule No. 805 dated as of April 28, 2011 to that certain Master Rail Lease Agreement No. 770412 dated as of November 30, 1995 (together the "Lease"), between Lessor and Lessee; and

WHEREAS, a Memorandum of Lease (the "Memorandum of Lease") evidencing such Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on May 6, 2011 under Recordation Number 29775; and

WHEREAS, Schedule I to the Memorandum of Lease indicated that the railroad equipment was to be identified in supplemental filings and did not include the car marks and car numbers of the rail equipment;

NOW THEREFORE, the Lessor submits the following:

Schedule I to the Memorandum of Lease is hereby deleted in its entirety and replaced with the attached Schedule I which identifies the rail equipment subject to the Lease.

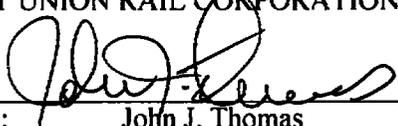
Except as amended hereby, such Memorandum of Lease remain in full force and effect.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the Lessor has caused this Amendment to Memorandum of Lease to be duly executed as of the date and year first above written.

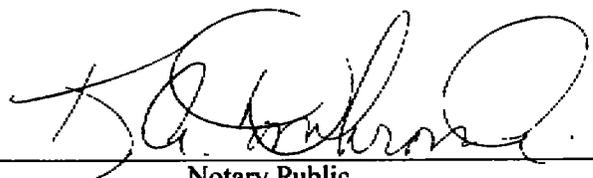
LESSOR:

FIRST UNION RAIL CORPORATION

By: 
Name: John J. Thomas
Title: President

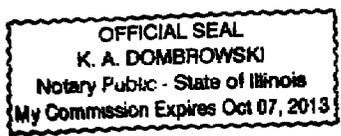
STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Amendment to Memorandum of Lease was acknowledged before me, the undersigned Notary Public, in the County of Cook, this 17th day of April, 2012 by John J. Thomas, the President of First Union Rail Corporation.


Notary Public

My Commission Expires: 10-1-2013

[Notary Seal]



SCHEDULE 1

Equipment: Covered Hopper Railcars (C214)

1	NCIX	007300	48	NCIX	007362	95	NCIX	007411	142	NCIX	007458
2	NCIX	007301	49	NCIX	007363	96	NCIX	007412	143	NCIX	007459
3	NCIX	007306	50	NCIX	007364	97	NCIX	007413	144	NCIX	007460
4	NCIX	007310	51	NCIX	007365	98	NCIX	007414	145	NCIX	007461
5	NCIX	007311	52	NCIX	007366	99	NCIX	007415	146	NCIX	007462
6	NCIX	007312	53	NCIX	007367	100	NCIX	007416	147	NCIX	007463
7	NCIX	007313	54	NCIX	007368	101	NCIX	007417	148	NCIX	007464
8	NCIX	007315	55	NCIX	007369	102	NCIX	007418	149	NCIX	007466
9	NCIX	007316	56	NCIX	007371	103	NCIX	007419	150	NCIX	007467
10	NCIX	007318	57	NCIX	007372	104	NCIX	007420	151	NCIX	007468
11	NCIX	007320	58	NCIX	007373	105	NCIX	007421	152	NCIX	007470
12	NCIX	007321	59	NCIX	007374	106	NCIX	007422	153	NCIX	007472
13	NCIX	007323	60	NCIX	007375	107	NCIX	007423	154	NCIX	007473
14	NCIX	007324	61	NCIX	007376	108	NCIX	007424	155	NCIX	007474
15	NCIX	007325	62	NCIX	007377	109	NCIX	007425	156	NCIX	007475
16	NCIX	007326	63	NCIX	007378	110	NCIX	007426	157	NCIX	007476
17	NCIX	007327	64	NCIX	007379	111	NCIX	007427	158	NCIX	007477
18	NCIX	007329	65	NCIX	007380	112	NCIX	007428	159	NCIX	007478
19	NCIX	007330	66	NCIX	007382	113	NCIX	007429	160	NCIX	007479
20	NCIX	007331	67	NCIX	007383	114	NCIX	007430	161	NCIX	007480
21	NCIX	007332	68	NCIX	007384	115	NCIX	007431	162	NCIX	007481
22	NCIX	007333	69	NCIX	007385	116	NCIX	007432	163	NCIX	007482
23	NCIX	007334	70	NCIX	007386	117	NCIX	007433	164	NCIX	007483
24	NCIX	007335	71	NCIX	007387	118	NCIX	007434	165	NCIX	007485
25	NCIX	007336	72	NCIX	007388	119	NCIX	007435	166	NCIX	007486
26	NCIX	007337	73	NCIX	007389	120	NCIX	007436	167	NCIX	007487
27	NCIX	007339	74	NCIX	007390	121	NCIX	007437	168	NCIX	007488
28	NCIX	007340	75	NCIX	007391	122	NCIX	007438	169	NCIX	007489
29	NCIX	007341	76	NCIX	007392	123	NCIX	007439	170	NCIX	007490
30	NCIX	007342	77	NCIX	007393	124	NCIX	007440	171	NCIX	007491
31	NCIX	007343	78	NCIX	007394	125	NCIX	007441	172	NCIX	007492
32	NCIX	007344	79	NCIX	007395	126	NCIX	007442	173	NCIX	007493
33	NCIX	007345	80	NCIX	007396	127	NCIX	007443	174	NCIX	007494
34	NCIX	007346	81	NCIX	007397	128	NCIX	007444	175	NCIX	007495
35	NCIX	007347	82	NCIX	007398	129	NCIX	007445	176	NCIX	007496
36	NCIX	007348	83	NCIX	007399	130	NCIX	007446	177	NCIX	007497
37	NCIX	007349	84	NCIX	007400	131	NCIX	007447	178	NCIX	007498
38	NCIX	007350	85	NCIX	007401	132	NCIX	007448	179	NCIX	007499
39	NCIX	007351	86	NCIX	007402	133	NCIX	007449	180	NCIX	007500
40	NCIX	007352	87	NCIX	007403	134	NCIX	007450	181	NCIX	007501
41	NCIX	007354	88	NCIX	007404	135	NCIX	007451	182	NCIX	007502
42	NCIX	007356	89	NCIX	007405	136	NCIX	007452	183	NCIX	007503
43	NCIX	007357	90	NCIX	007406	137	NCIX	007453	184	NCIX	007504
44	NCIX	007358	91	NCIX	007407	138	NCIX	007454	185	NCIX	007505
45	NCIX	007359	92	NCIX	007408	139	NCIX	007455	186	NCIX	007506
46	NCIX	007360	93	NCIX	007409	140	NCIX	007456	187	NCIX	007507
47	NCIX	007361	94	NCIX	007410	141	NCIX	007457	188	NCIX	007508

189	NCIX	007509	199	NCIX	007519	209	NCIX	007529	219	NCIX	007541
190	NCIX	007510	200	NCIX	007520	210	NCIX	007530	220	NCIX	007542
191	NCIX	007511	201	NCIX	007521	211	NCIX	007531	221	NCIX	007544
192	NCIX	007512	202	NCIX	007522	212	NCIX	007532	222	NCIX	007546
193	NCIX	007513	203	NCIX	007523	213	NCIX	007533	223	NCIX	007547
194	NCIX	007514	204	NCIX	007524	214	NCIX	007534	224	NCIX	007548
195	NCIX	007515	205	NCIX	007525	215	NCIX	007535	225	NCIX	007549
196	NCIX	007516	206	NCIX	007526	216	NCIX	007537			
197	NCIX	007517	207	NCIX	007527	217	NCIX	007538			
198	NCIX	007518	208	NCIX	007528	218	NCIX	007540			

Destroyed Cars:

NCIX 007370

NCIX 007484